BY-LAWS
of
VALLEY OF THE MOON VINTAGE FESTIVAL ASSOCIATION

ARTICLE I

Principal Office

The Principal office of the Association is hereby fixed and located at 461 First Street West, Sonoma, California, 95476. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in the County of Sonoma. Any such change shall be noted by the Secretary opposite this section, but shall not be considered an amendment of these by-laws.

ARTICLE II

Membership

Section 1: Members

There shall be two classes of members, a. who shall be the Board of Directors of the Corporation, and the Chairmen and members of Committees appointed by the President. b. who shall consist of members who accept voting priviledges and make the current membership donation as set forth by the existing Board of Directors.

Section 2: Admission of members.

A member shall be admitted to membership only upon approval by the Board of Directors, or upon approval by such membership committee as the Board of Directors may, by resolution, have authorized to admit members.

Section 3: Termination of Membership

class A membership shall terminate upon the death or resignation of the member, or upon his expulsion by a majority vote of the Board of Directors. A member may be expelled for conduct which the Board of Directors shall deem inimical to the best interests of the Association. A member may not transfer his membership or any right arising therefrom, and any attempted transfer of a membership shall cause such membership to terminate automatically. All rights of a member in the Association or its property, shall cease upon termination of his membership. Class b membership commences upon receipt of current membership donation and terminates on December 31 of that same year.

Section 4: Meetings of members

Annual meetings of the membership shall be held at 8:00 p.m. on the 1st Tuesday of November of each year, and special meetings of the membership may be called and held as may be ordered by the Directors or by one-third of the total membership. Notice of special meetings of the membership shall be given each member not less than five (5) days before such meeting by mailing a copy of such notice to the address of such member as it appears on the membership register of the Association.

2021.3.95(a)

Section 5: Voting and quorum

All membersh shall have equal voting rights. The presence in person of one-third of the membership of the Association shall constitute a quorum for the transaction of business at any meeting of the membership.

ARTICLE III

Directors

Section 1: Number and qualification

The authorized number of Directors shall be eighteen (18) until changed by amendment of the Articles of the Corporation or by an amendment to these by-laws duly adopted by the Board of Directors.

The Directors shall be four (4) committee heads of the Vintage Festival Association, one (1) high school representative, and the seven (7) following officers of the Corporation: President, Vice-President, Secretary, Treasurer, Auditor-Controller and Executive Coordinator and Parliamentarian, plus six (6) at large.

Section 2: Nomination of Directors

A nominating Committee shall be selected by the Executive Board and shall consist of two members of the Board of Directors and three members of the association. The Nominating Committee shall elect its own head.

Section 3: Election and term of office

Directors shall be elected at each annual meeting of members which shall be coincident with that of the Board of Directors held on the third regular by-monthly meeting following the annual Vintage Festival. If such annual meeting is not held, or Directors are not elected thereat, the Directors may be elected at any special meeting of members held for that purpose. All Directors shall hold office until their respective successors are elected. All elections shall be by secret ballot.

Section 4: Meetings

Meetins of the Board of Directors shall be as ordered by the Directors or the President from time to time. Special meetins of the Board of Directors may be called by the President, who is also the Chairman of the Executive Board by giving twenty-four (24) hours notice of the calling of such special meeting to each member of the Board of Directors.

Section 5: Vacancies

Any vacanty in the Board of Directors caused by death, resignation or expulsion of a director shall be filled by the candidate receiving the next highest vote at the preceeding annual election of Directors. When candidates are no longer available from the previous election, the vacancy shall be filled by election ~~of~~ by the Board of Directors.

2021.3.95(6)

Section 6: Quorum

A quorum at any Board of Directors meeting shall be ten (10) members. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law or by the Articles of the Corporation.

Section 7: Fees and compensation

Directors shall receive no compensation for their services, but may receive such reimbursement for expenses as may be fixed by Budget or by resolution of the Board.

Section 8: Removal

Absence from three (3) consecutive meetings, without cause, shall be just reason for removal by the Board of Directors.

ARTICLE IV

Officers

Section 1: Officers

The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, an Auditor-Controller, a Parliamentarian, and an Executive-Coordinator. The Association may also have such other officers as may be appointed by the Board of Directors. One person may hold two (2) or more offices, except those of President and Secretary. The President shall be the Chairman of the Executive Board.

Section 2: Election

The officers shall be elected annually at the first meeting following the election of the new Board of Directors. Each shall hold his office until he shall resign, be removed or otherwise disqualified to serve, or his successor shall be elected and qualified. All officers shall take office immediately upon their election.

Section 3: Term of office

No Director shall serve in the same office for more than two (2) consecutive years.

Section 4: Removal and resignation

Any officer may resign, or may be removed with or without cause, by the Board of Directors at any time. Vacancies caused by the death, resignation or removal of any officer may be filled by election by the Board of Directors or by succession.

Section 5: President

The president shall be the chief executive officer of the Association and shall be chairman of the Executive Board, Subject to the control of the Board of Directors, he shall exercise general supervision,

2021.3.95(c)

direction and control of the affairs of the Association. He shall preside at all meetings of members and meetins of the Board of Directors and Executive Board. He shall appoint all members of standing and special committees as he may, from time to time, choose to appoint, except for the nominating committee.

Section 6: Vice-President

The vice-president shall, in the absence or disability of the president, perform all the duties of the president, and when so acting shall have the powers of, and be subject to the restrictions upon, the president. In the case of the death or resignation of the president, he shall assume that office until the next regularly scheduled election. He shall be responsible for all properties belonging to the Association.

Section 7: Secretary

The Secretary shall keep at the principal office of the Association a book of minutes of all meetings of Directors, with the time and place of holding, called or authorized, and notice thereof given, the names of those present at Directors meetings, the names of members present at members meetings, and the proceedings thereof.

The secretary shall keep at the principal office of the Association a register showing the names and addresses of the members.

Section 8: Treasurer

The treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Association, and an account of its cash and other assets, if any. Such books of Account shall at all reasonable times be open to inspection by any member or Director.

The treasurer shall deposit all monies of the Association with such depositories as are designated by the Board of Directors and shall disburse the funds of the Association as may be ordered by the Board of Directors.

Section 9: Auditor-Controller

The Auditor-Controller shall be Chairman of the Budget Committee and shall audit the books in June and by December 31st. He shall receive all bills and issue order for payment of all budgeted items to the treasurer: all unbudgeted amounts must be approved by the Board of Directors.

Section 10: Parliamentarian

The Parliamentarian shall be familiar with the Parlimentary law and be ready to advise the President and members of Parlimentary procedures at all times. He shall be Chairman of the by-laws committee.

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Section 11: Executive Coordinator

The function of the Executive Coordinator shall be to act at the supra committee head responsible for directing the efforts of the various standing and special committees established or appointed by the President. The Executive Coordinator shall exert his best efforts to accomplish the directions and plans designated by the Board of Directors. He shall attend ex-officio all committee meetings.

ARTICLE VI

Committees

Section 1: Appointment

All committees shall be appointed by the President, except the nominating committee, and the President shall designate the number of persons who shall serve on that committee.

Section 2: Standing Committees

Until otherwise designated and determined by the President, there shall be the following standing committees:

1. Exhibits and related activities
2. Support activities
3. Entertainment activities
4. Financial activities

Section 3: Additional Committees

The President shall have authority to appoint such additional standing committees and special committees, together with their membership, as he in his sole discretion desires.

ARTICLE VIII

Miscellaneous

Section 1: Execution of documents

The Board of Directors may authorize any officer or officers, agent or agent, to enter into any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2: By-Laws

The Association shall keep in its principal office the original or a copy of these by-laws, as amended or otherwise altered to date, certified by the secretary, which shall be open to inspection by the members at all reasonable times during office hours.

The by-laws committee under the chairmanship of the Parliamentarian must beet at least once a year for inspection and/or revision of the

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By-Laws. The By-Laws may be amended or revised at any Board Meeting by a two/thirds majority of the Board members present provided advance notice in writting of the proposed amendments or revisions has been given to each Board member at least ten (10) days prior to the meeting. Such amendments or revisions shall become effective immediately.

Section 3: Construction and definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Non-profit Corporation Law shall govern the construction of these By-Laws.

Section 4: Rules of Order

The rules contained in Roberts Rules of Order, Revised, shall govern all members' meetings and Director's meetings of the Association, except in instances of conflict between said Rules of Order and the Articles or by-laws of the Association or provisions of law.

Section 5: Properties

All properties purchsed by or given to the Association shall remain the sole property of the Vintage Festival Association and shall not be loaned or disposed of without approval of the Board of Directors. The Vice-President shall be in charge of all property belonging to the Association.

CERTIFICATE OF SECRETARY

I, the undersigned, do herby certify that I am the duly elected and acting secretary of the Valley of the Moon Vintage Festival Association, a California non-profit corporation, and the foregoing revised by-laws, comprising of six (6) pages, constitute the revised by-laws of the said corporation as duly adopted at a meeting of the Board of Directors thereof duly held on February 8, 1972.

IN WITNESS WHEREOF, I have hereunto subscribed my name this day of February, 1972.

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Secretary

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